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EXHIBIT A

LIST OF ONFIBER METROPOLITAN NETWORK LOCATIONS

Active Metros

1. Atlanta
2. Austin
3. Boston
4. Chicago
5. Cincinnati
6. Dallas
7. Denver
8. Houston
9. Los Angeles
10. Miami
11. New York
12. Philadelphia
13. Phoenix
14. Portland
15. Sacramento
16. San Francisco/San Jose
17. Salt Lake City
18. Seattle
19. Washington, D.C.

Expansion Metros

1. Orlando
2. San Diego
3. St. Louis
4. Tampa

EXHIBIT B

PRE-TRANSACTION

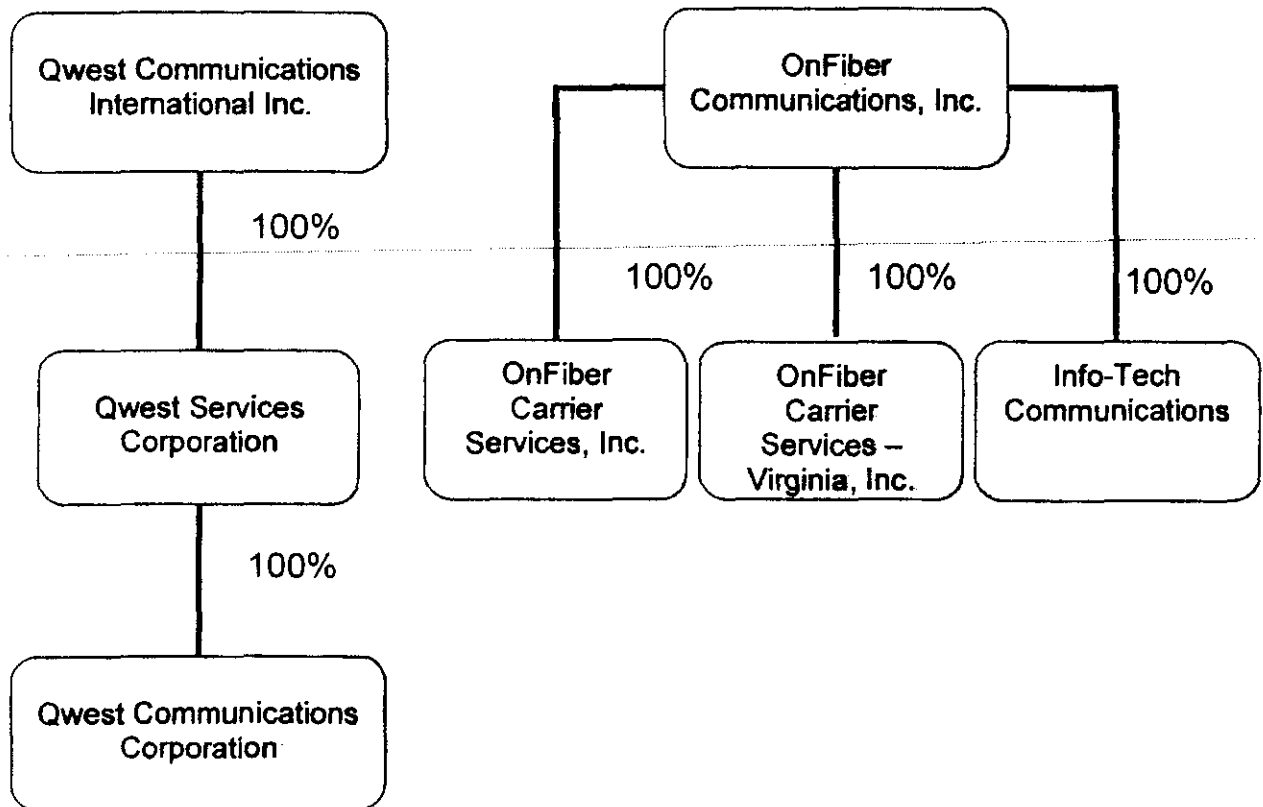
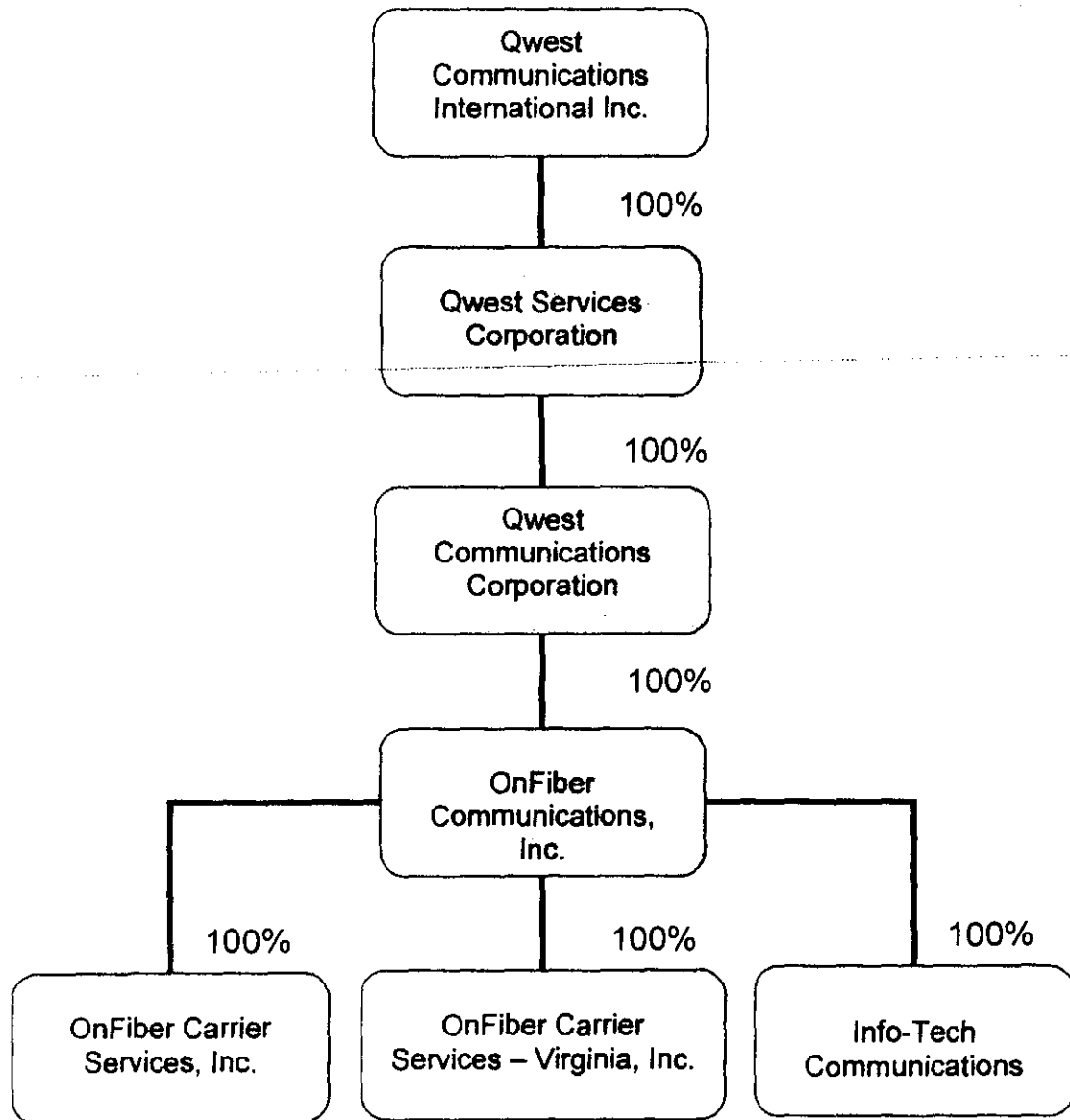


EXHIBIT C

POST-TRANSACTION

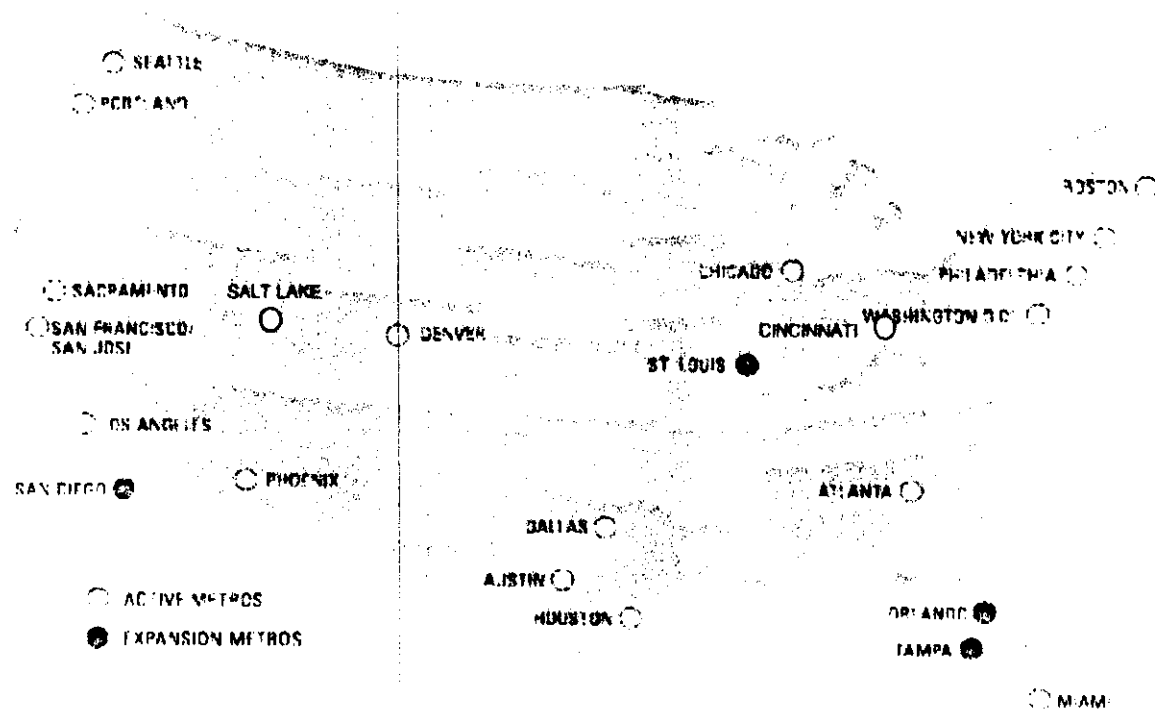


PUBLIC VERSION – CONFIDENTIAL INFORMATION REDACTED

EXHIBIT D

MAPS OF ONFIBER NETWORK LOCATIONS

OnFiber Markets





Metro Network Maps

May 09, 2006



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PUBLIC VERSION - CONFIDENTIAL INFORMATION REDACTED

METRO NETWORK MAPS REDACTED

EXHIBIT E

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)

Joint Application Pursuant to Section 214 of) WC Docket No. 06-____
the Communications Act of 1934 and)
Section 63.04 of the Commission's Rules for)
Consent to the Transfer of Control of)
OnFiber Communications Inc. to Qwest)
Communications Corporation)

JOINT AFFIDAVIT OF
ROBERT W. PETERSON AND JEFF YOUNT

1. My name is Robert W. Peterson. I am employed by Qwest Services Corporation. My business address is 1801 California Street, Denver, Colorado 80202. I presently serve as Engineering Manager, Finance. My responsibilities in that position include strategic access planning and optimization analysis, as well as data modeling for the company. Prior to assuming these responsibilities, I worked for the company in connection with network facility cost and program management, and held other responsibilities. I have held these positions throughout my ten year tenure at the company. I am responsible for the information pertaining to Qwest (as defined below) provided in this Joint Affidavit.

2. My name is Jeff Yount. I am employed by OnFiber Communications, Inc. My business address is 6300 South Syracuse Way, Suite 350, Centennial, Colorado 80111. I presently serve as Vice President – Network

Development. My responsibilities in that position include identifying and sourcing fiber and conduit facilities for expansion of the OnFiber network. Prior to assuming these responsibilities, I managed sales engineering for the company. I am responsible for the information about OnFiber (as defined below) provided in this Joint Affidavit.

3. The purpose of this Joint Affidavit is to explain the methodology used to determine the extent to which OnFiber Communications, Inc., together with its subsidiaries (collectively, "OnFiber"), and Qwest Corporation ("QC"), together with its affiliates (collectively and together with QC, "Qwest"), own or control overlapping fiber into buildings in QC's 14-state local service region.

4. OnFiber owns or controls fiber into a total of 71 buildings in the QC region. We have assumed for purposes of our analysis that Qwest owns or controls fiber into each of those OnFiber buildings. A list of those buildings can be found in Attachment A to this Joint Affidavit.

5. Qwest and OnFiber each maintains a proprietary database of information about the carriers with whom it has entered into commercial agreements to, among other things, lease fiber to access buildings. Each such proprietary carrier database therefore contains information on the buildings into which carriers other than Qwest or OnFiber own or control fiber.

6. To determine how many carriers own or control fiber into the 71 OnFiber buildings in the QC region, Qwest and OnFiber personnel first separately

compared the address of each building with the content of their own proprietary carrier databases.

7. Next, to validate the content of their proprietary carrier databases, and to ensure that the fiber of carriers with whom neither Qwest nor OnFiber does business also were covered by the analysis, OnFiber personnel ran the 71 building addresses through an independent third party database of carrier routes used by carriers as a tool to enable them to assess the most efficient leasable routes for carrying and transporting traffic.

8. Qwest and OnFiber personnel then compared the results of their separate analyses. With respect to the few buildings for which their results differed, Qwest and OnFiber personnel relied on their personal knowledge of those buildings to assess whether other carriers own or control fiber into those buildings. In some cases, this involved having Qwest or OnFiber personnel visit the building to confirm the presence of one or more other carriers in the building or nearby. OnFiber personnel also spot-checked certain buildings addresses against available building lists of other carriers to determine whether those other carriers own or control fiber into those buildings.

9. Qwest and OnFiber determined that, of the 71 OnFiber buildings in the QC region, three are not served by fiber owned or controlled by at least one identifiable carrier other than OnFiber and Qwest. These three buildings are identified in Attachment A to this Joint Affidavit.

10. With respect to these three buildings, at least one provider other than Qwest and OnFiber – and in some cases more – owns or controls fiber nearby that could be used by a carrier to connect to the building.

11. For the building located at [BEGIN CONFIDENTIAL]
[END CONFIDENTIAL], at least two other providers own or control fiber in the street next to the building. In fact, OnFiber itself relies on one of these providers to reach the building, and simply has constructed a lateral connection into that building.

12. For the building located at [BEGIN CONFIDENTIAL]
[END CONFIDENTIAL], at least one other provider owns or controls fiber in the street next to the building.

13. For the building located at [BEGIN CONFIDENTIAL]
[END CONFIDENTIAL], at least three other providers own or control fiber in the street next to the building.

14. OnFiber also leases dark fiber that connects to 12 buildings in the QC region that are not served by a carrier other than QC and, presumably, the user of the dark fiber. At least some of these are in the form of Indefeasible Right of Use (“IRU”) agreements. OnFiber inherited most of these leases and IRUs through its acquisition of another carrier, and they are the only relationship OnFiber has to the lessees of the fiber.

I, Jeff Yount, hereby declare under penalty of perjury that the foregoing statements are true and correct of my own knowledge, except to matters which are stated herein on information and belief, and as to those matters I believe them to be true.

Executed on May 22 2006, in Denver, Colorado.

A handwritten signature in black ink, appearing to read "Jeff Yount", with a horizontal line drawn underneath it.

5/22/2006

[illegible]

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Hogan & Hartson L.L.P.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 555 Thirteenth Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004-1109
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-637-5458		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7278-72		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Qwest Communications Corporation			
(14) STREET ADDRESS LINE NO. 1 1801 California Street			
(15) STREET ADDRESS LINE NO. 2 49th Floor			
(16) CITY Denver		(17) STATE CO	(18) ZIP CODE 80202
(19) DAYTIME TELEPHONE NUMBER (include area code) (303) 672-2975		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003-6059-53		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	